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RECEIVED

MAY 27 2009

AT 8:30                      M  
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CLERK

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[Proposed] Co-Lead Counsel

[Proposed] Co-Lead Counsel

UNITED STATES DISTRICT COURT

DISTRICT OF NEW JERSEY

ADAM DAVIS, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

HEARTLAND PAYMENT SYSTEMS,  
INC., ROBERT O. CARR and  
ROBERT H.B. BALDWIN, JR.,

Defendants.

No. 3:09-cv-01043-AET-TJB

CLASS ACTION

~~PROPOSED~~ ORDER REGARDING  
CONSOLIDATION OF RELATED  
ACTIONS, APPOINTMENT OF  
LEAD PLAINTIFF AND APPROVAL  
OF SELECTION OF LEAD  
COUNSEL

[Caption continued on following page.]

MARK J. IVY, Individually and on ) No. 3:09-cv-01264-AET-DEA  
Behalf of All Others Similarly Situated, )  
 ) CLASS ACTION  
Plaintiff, )  
 )  
vs. )  
 )  
HEARTLAND PAYMENT SYSTEMS, )  
INC., ROBERT O. CARR and )  
ROBERT H.B. BALDWIN, JR., )  
 )  
Defendants. )  
\_\_\_\_\_ )

JAMES L. MORR, Individually and On ) No. 3:09-cv-01818-JAP-LHG  
Behalf of All Others Similarly Situated, )  
 ) CLASS ACTION  
Plaintiff, )  
 )  
vs. )  
 )  
HEARTLAND PAYMENT SYSTEMS, )  
INC., ROBERT O. CARR and )  
ROBERT H.B. BALDWIN, JR., )  
 )  
Defendants. )  
\_\_\_\_\_ )

WHEREAS, on March 6, 2009, plaintiff Adam Davis ("Davis") filed this class action against Heartland Payment Systems, Inc. and certain individuals alleging violations of §§10(b) and 20(a) of the Securities Exchange Act of 1934;

WHEREAS, on March 6, 2009, pursuant to the Private Securities Litigation Reform Act ("PSLRA"), 15 U.S.C. §78u-4(a)(3)(A)(i), counsel for Davis caused notice to be published on *Business Wire*, a widely circulated national business-oriented wire service, advising members of the purported class of, *inter alia*: (1) the

pendency of the action; (2) the claims asserted therein; and (3) that, not later than 60 days after the date on which the notice was published, any member of the purported class had the right to move the Court to serve as lead plaintiff of the class;

WHEREAS, on March 19, 2009, plaintiff Mark Ivy ("Ivy") filed a substantially similar action against Heartland Payment Systems, Inc. and certain individuals;

WHEREAS, on April 3, 2009, plaintiff J.P. Ladensack ("Ladensack") filed a substantially similar action against Heartland Payment Systems, Inc. and certain individuals;

WHEREAS, on April 16, 2009, plaintiff James L. Morr ("Morr") filed a substantially similar action against Heartland Payment Systems, Inc. and certain individuals;

WHEREAS, on May 5, 2009, the following applicants filed timely motions seeking consolidation of the related actions pending before this Court, appointment as Lead Plaintiff and approval of selection of Lead Counsel: (1) Teamsters Local Union No. 727 Pension Fund ("Teamsters Pension Fund") and (2) Genesee County Employees' Retirement System ("Genesee County"), and no opposition was filed to either motion;

WHEREAS, it appears, based on the information accompanying their respective motions, the Teamsters Pension Fund reported approximate losses of \$42,023, and Genesee County reported approximate losses of \$11,470;

WHEREAS, the Teamsters Pension Fund and Genesee County have represented that, rather than continue to litigate their competing motions, they believe it is in the best interest of the class to amicably resolve the motions and pool their resources to effectively and efficiently prosecute the action;

WHEREAS, on May 6, 2009, pursuant to Federal Rule of Civil Procedure 41, Ladensack filed a Notice of Voluntary Dismissal which was granted without prejudice on May 7, 2009;

WHEREAS, it appears, that the remaining related actions pending in this District involve common questions of law or fact, and should be consolidated for all purposes pursuant to Federal Rule of Civil Procedure 42(a);

WHEREAS, it appears, pursuant to the PSLRA, 15 U.S.C. §78u-4(a)(3)(B)(iii)(I), they are the most adequate plaintiffs because (1) they timely filed a motion for appointment as Lead Plaintiff; (2) they are institutional investors, (3) they possess the largest financial interest in the relief sought by the class; and (4) they otherwise satisfy the typicality and adequacy requirements of Federal Rule of Civil Procedure 23;

WHEREAS, the PSLRA, 15 U.S.C. §78u-4(a)(3)(B)(iv), provides that, subject to the approval of the Court, the most adequate plaintiff shall select and retain counsel to represent the Class;

WHEREAS, the Teamsters Pension Fund and Genesee County have selected the law firms of Coughlin Stoia Geller Rudman & Robbins LLP and Faruqi & Faruqi, LLP to serve as Co-Lead Counsel, and the law firm of Cohn Lifland Pearlman Herrmann & Knopf LLP to serve as Liaison Counsel;

WHEREAS, each of these law firms has experience in complex class action litigation and/or shareholder litigation and will ensure that there will be no duplication of efforts on the part of Co-Lead Counsel.

IT IS, on this 27 day of May, 2009, Ordered as follows:

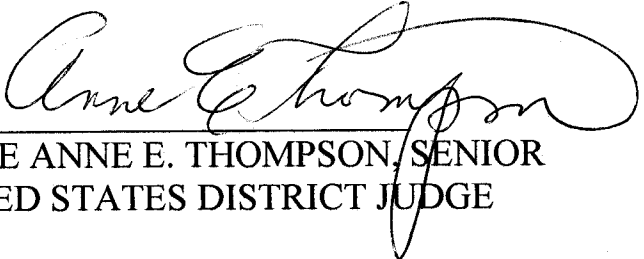
1. The three related actions pending in this District, which include: (1) *Davis v. Heartland Payment Systems, Inc. et al.*, No. 3:09-cv-01043-AET-TJB; (2) *Ivy v. Heartland Payment Systems, Inc. et al.*, No. 3:09-cv-01264-AET-DEA; and (3) *Morr v. Heartland Payment Systems, Inc. et al.*, No. 3:09-cv-01818-JAP-LHG, are hereby consolidated for all purposes, pursuant to Rule 42(a). The consolidated action shall be captioned *In re Heartland Payment Systems, Inc. Securities Litigation*, No. 3:09-cv-01043-AET-TJB, and a Master File shall be established.

2. The Teamsters Pension Fund and Genesee County are hereby appointed Co-Lead Plaintiffs for the Class pursuant to 15 U.S.C. §78u-4(a)(3)(B); and

3. The Teamsters Pension Fund and Genesee County's selection of the law firms of Coughlin Stoia Geller Rudman & Robbins LLP and Faruqi & Faruqi, LLP to

serve as Co-Lead Counsel, and the law firm of Cohn Lifland Pearlman Herrmann & Knopf LLP to serve as Liaison Counsel is approved.

4. The Teamsters Pension Fund and Genesee County shall have 60 days from the date this Order is entered to file their Consolidated Complaint.

  
JUDGE ANNE E. THOMPSON, SENIOR  
UNITED STATES DISTRICT JUDGE

DATED: May 27, 2009

COHN LIFLAND PEARLMAN  
HERRMANN & KNOPF LLP  
PETER S. PEARLMAN

*And the separate motions to consolidate  
and to appoint lead counsel and plaintiff,  
docket entries ## 3 & 5 and on 09-1043,  
# 4 on 09-1264 and # 3 on 09-1818  
are DENIED as moot.*

*s/ Peter S. Pearlman*  
\_\_\_\_\_  
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~~[Proposed]~~ Liaison Counsel

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*s/ Douglas Wilens*  
\_\_\_\_\_  
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FARUQI & FARUQI, LLP

*s/ Emily C. Komlossy*

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~~[Proposed]~~ Co-Lead Counsel

\* \* \*

**ORDER**

IT IS SO ORDERED.

DATED: \_\_\_\_\_